

Yanay Eliezer  
Form 4  
October 26, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Yanay Eliezer

(Last) (First) (Middle)

C/O VERIFONE SYSTEMS,  
INC., 2099 GATEWAY PLACE,  
SUITE 600

(Street)

SAN JOSE, CA 95100

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VERIFONE SYSTEMS, INC. [PAY]

3. Date of Earliest Transaction  
(Month/Day/Year)

10/24/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

President, VeriFone Israel

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock par value \$0.01 per share |                                      |  |                                |   | 6,607   | D  |   |
| Common Stock par value \$0.01 per share | 10/24/2011                           | 10/24/2011   | M                              | 10,937 A  | \$ 19.99 17,544   | D  |   |
|   | 10/24/2011                           | 10/24/2011   | M                              | 3,125 A   | \$ 7.46 20,669  | D  |   |

Common  
Stock par  
value  
\$0.01 per  
share

Common  
Stock par  
value  
\$0.01 per  
share

10/24/2011 10/24/2011 S<sup>(3)</sup> 14,062 D \$ 39,978 6,607 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 19.99   | 10/24/2011                           |  | M                              | 10,937  | <sup>(1)</sup> 09/02/2015                                | Common Stock par value \$0.01 per share 10,937                |
| Employee Stock Option (right to buy)       | \$ 7.46  | 10/24/2011                           |  | M                              | 3,125   | <sup>(2)</sup> 05/01/2016                                | Common Stock par value \$0.01 per share 3,125                 |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other  
President, VeriFone Israel

Yanay Eliezer  
C/O VERIFONE SYSTEMS, INC.  
2099 GATEWAY PLACE, SUITE 600  
SAN JOSE, CA 95100

## Signatures

Carolyn Belamide for Eliezer

Yanay

10/26/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 25% of these options became exercisable on 9/2/2009 and an additional 6.25% of these options become exercisable at the end of each subsequent three month period thereafter.
- (2) 25% of these options became exercisable on 5/1/2010 and an additional 6.25% of these options become exercisable at the end of each subsequent three month period thereafter.
- (3) The Sale was effected by Mr. Yanay to a Rule 10b5-1 sales plan effective as of September 22, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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